

## **EXHIBIT B**

AMENDED CUSTOMER CLAIM

Claim Number \_\_\_\_\_

Date Received \_\_\_\_\_

BERNARD L. MADOFF INVESTMENT SECURITIES LLC

In Liquidation

DECEMBER 11, 2008

(Please print or type)

Name of Customer: The Douglas G Brown Revocable Trust

Mailing Address: 11 Meadowcroft Lane

City: Greenwich State: CT Zip: 06830

Account No.: 1B0139

Taxpayer I.D. Number (Social Security No.): \_\_\_\_\_

NOTE: BEFORE COMPLETING THIS CLAIM FORM, BE SURE TO READ CAREFULLY THE ACCOMPANYING INSTRUCTION SHEET. A SEPARATE CLAIM FORM SHOULD BE FILED FOR EACH ACCOUNT AND, TO RECEIVE THE FULL PROTECTION AFFORDED UNDER SIPA, ALL CUSTOMER CLAIMS MUST BE RECEIVED BY THE TRUSTEE ON OR BEFORE March 4, 2009. CLAIMS RECEIVED AFTER THAT DATE, BUT ON OR BEFORE July 2, 2009, WILL BE SUBJECT TO DELAYED PROCESSING AND TO BEING SATISFIED ON TERMS LESS FAVORABLE TO THE CLAIMANT. PLEASE SEND YOUR CLAIM FORM BY CERTIFIED MAIL - RETURN RECEIPT REQUESTED.

\*\*\*\*\*

1. Claim for money balances as of **December 11, 2008**:

- a. The Broker owes me a Credit (Cr.) Balance of \$ 0
- b. I owe the Broker a Debit (Dr.) Balance of \$ 0
- c. If you wish to repay the Debit Balance,  
please insert the amount you wish to repay and  
attach a check payable to "Irving H. Picard, Esq.,  
Trustee for Bernard L. Madoff Investment Securities LLC."  
If you wish to make a payment, it must be enclosed  
with this claim form. \$ \_\_\_\_\_
- d. If balance is zero, insert "None." NONE

2. Claim for securities as of **December 11, 2008**:

**PLEASE DO NOT CLAIM ANY SECURITIES YOU HAVE IN YOUR POSSESSION.**

	<u>YES</u>	<u>NO</u>
a. The Broker owes me securities	<u>X</u>	
b. I owe the Broker securities		<u>X</u>
c. If yes to either, please list below:		

		Number of Shares or Face Amount of Bonds	
Date of Transaction (trade date)	Name of Security	The Broker Owes Me (Long)	I Owe the Broker (Short)
<u>See Nov. 30, 2008 B0139 Statements, attached hereto as Exhibit A.</u>		<u>                    </u>	<u>                    </u>
	<u>\$1,880,746.81 (market value of securities long, per B0139-3 statement)</u>	<u>                    </u>	<u>                    </u>
	<u>64,350.00 (market value of securities long, per B0139-3 statement)</u>	<u>                    </u>	<u>                    </u>
	<u>(90,870.00) (market value of securities short, per B0139-4 statement)</u>	<u>                    </u>	<u>                    </u>
TOTAL: \$1,854,226.81			

Proper documentation can speed the review, allowance and satisfaction of your claim and shorten the time required to deliver your securities and cash to you. Please enclose, if possible, copies of your last account statement and purchase or sale confirmations and checks which relate to the securities or cash you claim, and any other documentation, such as correspondence, which you believe will be of assistance in processing your claim. In particular, you should provide all documentation (such as cancelled checks, receipts from the Debtor, proof of wire transfers, etc.) of your deposits of cash or securities with the Debtor from as far back as you have documentation. You should also provide all documentation or information regarding any withdrawals you have ever made or payments received from the Debtor. See Exhibits A and B, and documents submitted herewith.

Please explain any differences between the securities or cash claimed and the cash balance and securities positions on your last account statement. If, at any time, you complained in writing about the handling of your account to any person or entity or regulatory authority, and the complaint relates to the cash and/or securities that you are now seeking, please be sure to provide with your claim copies of the complaint and all related correspondence, as well as copies of any replies that you received.

**PLEASE CHECK THE APPROPRIATE ANSWER FOR ITEMS 3 THROUGH 9.**

**NOTE: IF "YES" IS MARKED ON ANY ITEM, PROVIDE A DETAILED EXPLANATION ON A SIGNED ATTACHMENT. IF SUFFICIENT DETAILS ARE NOT PROVIDED, THIS CLAIM FORM WILL BE RETURNED FOR YOUR COMPLETION.**

- |                                                                                                                                                                                                           | <u>YES</u> | <u>NO</u> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| 3. Has there been any change in your account since December 11, 2008? If so, please explain.                                                                                                              | _____      | <u>X</u>  |
| 4. Are you or were you a director, officer, partner, shareholder, lender to or capital contributor of the broker?                                                                                         | _____      | <u>X</u>  |
| 5. Are or were you a person who, directly or indirectly and through agreement or otherwise, exercised or had the power to exercise a controlling influence over the management or policies of the broker? | _____      | <u>X</u>  |
| 6. Are you related to, or do you have any business venture with, any of the persons specified in "4" above, or any employee or other person associated in any way with the broker? If so, give name(s)    | _____      | <u>X</u>  |
| 7. Is this claim being filed by or on behalf of a broker or dealer or a bank? If so, provide documentation with respect to each public customer on whose behalf you are claiming.                         | _____      | <u>X</u>  |
| 8. Have you ever given any discretionary authority to any person to execute securities transactions with or through the broker on your behalf? Give names, addresses and phone numbers.                   | _____      | <u>X</u>  |
| 9. Have you or any member of your family ever filed a claim under the Securities Investor Protection Act of 1970? if so, give name of that broker.                                                        | _____      | <u>X</u>  |

Please list the full name and address of anyone assisting you in the preparation of this claim form: Christopher Van De Kieft, Esq., Seeger Weiss LLP,  
One William Street, New York, NY 10004

If you cannot compute the amount of your claim, you may file an estimated claim. In that case, please indicate your claim is an estimated claim.

**IT IS A VIOLATION OF FEDERAL LAW TO FILE A FRAUDULENT CLAIM. CONVICTION CAN RESULT IN A FINE OF NOT MORE THAN \$50,000 OR IMPRISONMENT FOR NOT MORE THAN FIVE YEARS OR BOTH.**

**THE FOREGOING CLAIM IS TRUE AND ACCURATE TO THE BEST OF MY INFORMATION AND BELIEF.**

Date 6/30/09

Signature 

Date \_\_\_\_\_

Signature \_\_\_\_\_

(If ownership of the account is shared, all must sign above. Give each owner's name, address, phone number, and extent of ownership on a signed separate sheet. If other than a personal account, e.g., corporate, trustee, custodian, etc., also state your capacity and authority. Please supply the trust agreement or other proof of authority.)

**This customer claim form must be completed and mailed promptly,  
together with supporting documentation, etc. to:**

Irving H. Picard, Esq.,  
Trustee for Bernard L. Madoff Investment Securities LLC  
Claims Processing Center  
2100 McKinney Ave., Suite 800  
Dallas, TX 75201

# ***EXHIBIT A***

Affiliated with  
Madoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1J 8DT  
Tel 020 7493 6222

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York ☐ London

**THE DOUGLAS G BROWN**  
REVOCABLE TRUST

**11 MEADOWCROFT LANE**  
**GREENWICH**

CT 06830

PERIOD ENDING  
**11/30/08**

PAGE  
**1**

YOUR ACCOUNT NUMBER  
**1-B0139-3-0**

YOUR TAX PAYER IDENTIFICATION NUMBER  
**\*\*\*\*\*2994**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TIN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/12	1,014		2096	BALANCE FORWARD		112,319.53	
11/12	663		2598	WAL-MART STORES INC	55.830	56,651.62	
11/12	2,457		6422	INTERNATIONAL BUSINESS MACHS	87.270	57,886.01	
11/12	2,691		6924	EXXON MOBIL CORP	72.880	179,164.16	
11/12	1,287		11250	INTEL CORP	14.510	39,153.41	
11/12	1,755		15716	JOHNSON & JOHNSON	59.580	76,730.46	
11/12	936		19901	J.P. MORGAN CHASE & CO	38.530	67,690.15	
11/12	546		24227	COCA COLA CO	44.660	41,838.76	
11/12	1,014		28553	MCDONALDS CORP	55.370	30,253.02	
11/12	3,705		32879	MEK & CO	28.550	28,989.70	
11/12	1,872		37205	MICROSOFT CORP	21.810	80,954.05	
11/12	741		50183	ORACLE CORPORATION	17.300	32,459.60	
11/12	429		50685	PEPSICO INC	56.410	41,828.81	
11/12	3,159		54509	APPLE INC	100.780	41,251.62	
11/12	741		55011	PFIZER INC	16.940	55,639.46	
11/12	1,404		58835	ABBOTT LABORATORIES	54.610	40,495.01	
11/12	507		59337	PROCTER & GAMBLE CO	64.080	90,024.32	
11/12	975		63161	AMGEN INC	59.160	10,071.12	
11/12	2,340		63663	PRINCIPAL MORRIS INTERNATIONAL	55.880	42,543.80	
11/12	780		67687	BANK OF AMERICA NEW YORK	21.590	50,613.60	
11/12	555		67689	QUALCOMM INC	33.770	26,371.60	
11/12	585		71813	UNIT GROUP INC	11.510	2,811.85	
11/12	1,404		72315	SCHLUMBERGER LTD	49.480	28,968.88	
11/12				CONCAST CORP	16.510	23,236.04	
11/12				FINA			
11/12				CONTINUED ON PAGE 2			

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

Affiliated with  
Madoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1J 8DT  
Tel 020 7493 6222

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York □ London

THE DOUGLAS G BROWN  
REVOCABLE TRUST

11 MEADOWCROFT LANE  
GREENWICH CT 06830

PERIOD ENDING **11/30/08** PAGE **2**

YOUR ACCOUNT NUMBER **1-B0139-3-0** YOUR TAX PAYER IDENTIFICATION NUMBER **\*\*\*\*\*2994**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT CREDITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/12	2,769		76139	AT&T INC	27	74,873.00	
11/12	702		76641	CONOCOPHILIPS	52.510	36,890.02	
11/12	468		80465	UNITED PARCEL SVC INC CLASS B	52.040	24,372.72	
11/12	2,847		80967	CISCO SYSTEMS INC	16.730	47,743.31	
11/12	819		84791	U S BANCORP	29.530	24,217.07	
11/12	975		85293	CHEVRON CORP	73.430	71,633.25	
11/12	468		89117	UNITED TECHNOLOGIES CORP	53.160	24,896.88	
11/12	4,953		89619	GENERAL ELECTRIC CO	19.630	97,425.39	
11/12	1,326		93443	VERIZON COMMUNICATIONS	30.410	40,376.66	
11/12	117		93945	GOOGLE	337.500	39,779.80	
11/12	1,638		97769	WELLS FARGO & CO NEW	29.800	48,877.40	
11/12	1,170		98271	HEWLETT PACKARD CO	34.900	40,879.00	
11/12		1,800,000	20382	U S TREASURY BILL DUE 2/12/2009	99.936		1,798,848.00
11/12				FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 10/12/08	DIV		11.69
11/12		20,816	15480	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1		20,816.00
11/12	65,556		24849	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	45,556.00	
11/12				FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 11/19/08	DIV		5.59
				CONTINUED ON PAGE 3			

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES



Affiliated with  
Madoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1J 8DT  
Tel 020 7493 6222

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York □ London

THE DOUGLAS G BROWN  
REVOCABLE TRUST

11 MEADOWCROFT LANE  
GREENWICH

CT 06830

PERIOD ENDING  
**11/30/08**

PAGE  
**3**

YOUR ACCOUNT NUMBER  
**1-B0139-3-0**

YOUR TAX PAYER IDENTIFICATION NUMBER  
**\*\*\*\*\*2994**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/19		45,556	50088	FIDELITY SPARTAN	1		45,556.00
11/19	150,000		54735	U S TREASURY MONEY MARKET	99.926	149,889.00	
11/19	12,517		59129	U S TREASURY BILL DUE 03/26/2009	1	12,517.00	
				FIDELITY SPARTAN			
				U S TREASURY MONEY MARKET			
				NEW BALANCE		221,285.92	
	2,769			SECURITY POSITIONS	MKT PRICE		
	741			AT&T INC	28.560	27.00	
	507			ABBOTT LABORATORIES	52.390	54.41	
	429			ANGEN INC	55.540	59.16	
	2,340			APPLE INC	92.670	100.78	
	975			BANK OF AMERICA	16.250	22.57	
	2,817			CHEVRON CORP	79.010	73.43	
	2,535			CISCO SYSTEMS INC	16.540	16.33	
	2,936			CITICORP INC	8.290	11.11	
	1,404			COCA-COLA CO	66.870	16.51	
				COMCAST CORP	17.340		
				CONG PHILIPS	52.820		
				EXXON MOBIL CORP	80.150		
				GENERAL ELECTRIC CO	17.170	19.43	
				CONTINUED ON PAGE 4			

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

Affiliated with  
Maddoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1J 8DT  
Tel 020 7493 6222

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York □ London

THE DOUGLAS G BROWN  
REVOCABLE TRUST

11 MEADOWCROFT LANE  
GREENWICH

CT 06830

PERIOD ENDING  
**11/30/08**

PAGE  
**4**

YOUR ACCOUNT NUMBER  
**1-B0139-3-0**

YOUR TAX PAYER IDENTIFICATION NUMBER  
**\*\*\*\*\*2994**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	117			GOOGLE	292.960	337.40	
	1,170			HEWLETT PACKARD CO	35.280	34.90	
	2,691			INTEL CORP	13.800	14.51	
	663			INTERNATIONAL BUSINESS MACHS	81.600	87.27	
	1,755			J.P. MORGAN CHASE & CO	31.660	33.53	
	1,287			JOHNSON & JOHNSON	58.580	59.57	
	546			MCDONALDS CORP	58.750	55.17	
	1,014			MERCK & CO	26.720	28.55	
	3,705			MICROSOFT CORP	20.220	21.71	
	1,872			ORACLE CORPORATION	16.090	17.30	
	741			PEPSICO INC	56.700	56.71	
	3,159			PFIZER INC	16.430	16.34	
	975			PHILLIP MORRIS INTERNATIONAL	42.160	43.60	
	1,404			PROCTER & GAMBLE CO	64.350	64.08	
	790			QUALCOMM INC	33.770	33.77	
	585			SCHLUMBERGER LTD	50.740	49.16	
	12,517			FIDELITY SPARTAN	1		
	819			U.S. TREASURY MONEY MARKET	26.980	26.98	
	468			U.S. BANGOR	51.600	51.60	
	150,000			UNITED PARCEL SVC INC	99.971		
	468			CLASS B			
				U.S. TREASURY BILL			
				DOE 03/26/2009			
				3/26/2009			
				UNITED TECHNOLOGIES CORP	48.530	53.11	
				CONTINUED ON PAGE 5			

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

**885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061**

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York □ London

**THE DOUGLAS G BROWN  
REVOCABLE TRUST**

11 MEADOWCROFT LANE  
GREENWICH CT 06830

**YOUR ACCOUNT NUMBER**  
**1-B0139-3-0**

PERIOD ENDING  
11/30/08

PAGE 5

YOUR TAX PAYER IDENTIFICATION NUMBER  
\*\*\*\*\*2994

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	1,326			VERIZON COMMUNICATIONS	32.650	30.41	
	1,014			WAL-MART STORES INC	55.880	55.87	
	1,638			WELLS FARGO & CO NEW	28.890	29.95	
				MARKET VALUE OF SECURITIES LONG			
				1,880,746.81			

**PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES**

**885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061**

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York □ London

**THE DOUGLAS G BROWN  
REVOCABLE TRUST**

11 MEADOWCROFT LANE  
GREENWICH

**CT 06830**

YOUR ACCOUNT NUMBER  
1-B0139-3-0

PERIOD ENDING  
11/30/08

PAGE  
6

YOUR TAX PAYER IDENTIFICATION NUMBER  
\*\*\*\*\*2994

[illegible]

**PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES**

Affiliated with  
Madoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1J 8DT  
Tel 020 7493 6222

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 838-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York □ London

**THE DOUGLAS G BROWN**  
REVOCABLE TRUST

**11 MEADOWCROFT LANE**  
**GREENWICH**

CT 06830

YOUR ACCOUNT NUMBER <b>1-B0139-4-0</b>	PERIOD ENDING <b>11/30/08</b>	PAGE <b>1</b>
YOUR TAX PAYER IDENTIFICATION NUMBER <b>*****2994</b>		

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/12				BALANCE FORWARD			112,320.00
11/12			41531	S & P 100 INDEX NOVEMBER 460 CALL	15.800		61,581.00
11/12	39		45857	S & P 100 INDEX	17.800	69,459.00	
11/19			31962	NOVEMBER 450 PUT	26		101,361.00
11/19	39		36287	S & P 100 INDEX DECEMBER 430 CALL	30	117,039.00	
11/19	39		40612	DECEMBER 420 PUT	3	11,739.00	
11/19			44937	S & P 100 INDEX NOVEMBER 460 CALL	37		144,261.00
11/19				S & P 100 INDEX NOVEMBER 450 PUT			221,286.00
				NEW BALANCE			
				SECURITY POSITIONS			
				S & P 100 INDEX	MKT PRICE		
				DECEMBER 430 CALL	25.500		
	39			S & P 100 INDEX	16.500		
				DECEMBER 420 PUT			
				MARKET VALUE OF SECURITIES			
				LONG			
				SHORT			
				64,350.00			
				90,870.00			

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

# ***EXHIBIT B***

The Douglas G Brown Revocable Trust  
Account No. B0139

**EXHIBIT B**

1. This Claim Form, exhibits, and supporting documentation (collectively "Claim Form") is submitted pursuant to the December 23, 2008 Order of the Honorable Burton R. Lifland and the instructions disseminated by Irving H. Picard, Trustee for Bernard L. Madoff Investment Securities LLC ("Trustee"), on December 11, 2008.
2. The information provided in the Claim Form is based on information provided in the Claimant's latest Madoff account statement and any additional information known by the Claimant as of the date of the submission of the Claim Form. The Claimant reserves the right to amend and/or supplement this Claim Form upon the receipt of further information, or upon request by the Trustee for additional information.
3. The Claimant reserves the right to amend the Claim Form in the event of any recoveries by the Trustee or any other party under the avoidance powers of the Bankruptcy Code or otherwise, or in the event of rejections of executory contracts pursuant to Bankruptcy Code Section 365, whether such amendments are made pursuant to Bankruptcy Code Sections 105, 502(g), or 502(h), Bankruptcy Rule 3002(c)(3), (4), other provisions of applicable bankruptcy law, or general principles of law or equity.
4. The Claimant hereby requests that the Claim Form additionally be considered as a proof of claim, as a general creditor or otherwise, in *In re Bernard L. Madoff Investment Securities LLC*, No. 08-01789 (Bankr. S.D.N.Y.).
5. This Claim Form is required to be submitted pursuant to the Court's January 2, 2009 Order and the Trustee's instructions to the Claimant. To the extent permitted by applicable law, the Claimant does not, by submitting the Claim Form, consent to the jurisdiction of the Bankruptcy Court nor does Claimant waive any right to trial by jury.
6. The Claimant reserves all rights, claims, and/or defenses as to and/or against any and all parties potentially liable for the losses sustained by the Claimant, including, without limitation, Bernard L. Madoff Investment Securities LLC and its owners, partners, employees, and affiliates, as well as any potentially liable third parties including, without limitation, investment advisors, "feeder funds," accountants, and auditors.
7. The Claimant further reserves all rights, claims, and/or defenses as to and/or against any persons and/or creditors asserting claims against Bernard L. Madoff Investment Securities LLC, its employees, owners, and/or affiliates, in bankruptcy or otherwise.

The Douglas G Brown Revocable Trust  
Account No. B0139

8. The Claimant reserves all objections as to the competence, relevance, materiality, privilege, or admissibility of evidence in any subsequent proceeding or trial of this or any other action for any purpose whatsoever, notwithstanding the submission of any such information to the Trustee.
9. To the extent the Claimant has disclosed to the Trustee documents containing accounting and/or legal advice, the Claimant does not waive any potential privileges applicable thereto.
10. The Claimant reserves all rights with respect to submitting information to the Internal Revenue Service regarding gains, losses, and/or theft of assets.
11. The Claim Form and supporting documents contain confidential information. The Claimant submits this information to the Trustee subject to the condition that this information will not be disclosed to any third parties, other than under seal to the Court, absent the Claimant's express consent or Court order.
12. To the extent the BMIS account for which this Claim Form is submitted contains or purports to contain funds from a "predecessor" or other BMIS account, the Claimant reserves all rights, claims, and defenses as to any such predecessor or other BMIS account. To the extent necessary or appropriate, this Claim Form is likewise submitted as a claim for and on behalf of any such predecessor or other BMIS account.
13. The Claimant submits herewith documents in support of the Claimant's claim, including documents containing information regarding account transactions, such as contributions and/or withdrawals. The Claimant reserves any arguments that such documents are not relevant to the Trustee's inquiry. The Claimant further reserves the right to supplement this submission, including the submission of additional documents, if deemed necessary.



1

DOUGLAS BROWN

REVOCABLE TRUST

This agreement made on and effective as of the 24th day of July, 1990, between DOUGLAS BROWN, residing at 24 Oakley Lane, Greenwich, Connecticut, (hereinafter called "GRANTOR"), and DOUGLAS BROWN (hereinafter called the "Trustee").

W I T N E S S E T H :

WHEREAS, the GRANTOR desires to create a trust to consist of such assets as the Trustee may hereafter at any time hold or acquire hereunder (said assets, including cash or other property received by the Trustee pursuant to his designation as beneficiary of any insurance policies or of any employee benefit plan or pursuant to a bequest or devise from GRANTOR's Last Will and Testament or any other person's Last Will and Testament, being hereinafter referred to collectively as the "trust estate"), for the purposes herein set forth:

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein contained, the Trustee agrees to hold the trust estate, IN TRUST, NEVERTHELESS, for the following uses and purposes and subject to the terms and conditions hereinafter set forth:

FIRST:

During the GRANTOR's life and while the trust estate shall include cash, securities or other property productive of income, the Trustee shall manage, invest and reinvest the trust estate, shall collect the income thereof, and shall pay or apply such part of the net income and principal to or for the benefit of such one or more of those members of a class

consisting of the GRANTOR, the GRANTOR's wife, ELIZABETH, and the GRANTOR's issue, in such amounts and in such proportions as the Trustee, in his discretion shall deem advisable without regard to equality of distributions, and shall accumulate any net income that is not distributed in a given year and add the same to principal. Anything to the contrary notwithstanding, however, the Trustee shall have no administrative or investment duties until the trust estate exceeds Ten Thousand (\$10,000) Dollars.

SECOND:

Upon the death of the GRANTOR, this Trust shall become irrevocable. The Trustee shall collect any testamentary bequest, life insurance proceeds or other amounts payable to the Trustees as aforesaid, shall add the same to the trust estate, and shall hold, manage, invest and reinvest the same, collect the income therefrom, and dispose of the principal and any income therefrom as follows:

(a)(i) If GRANTOR's wife, ELIZABETH, survives GRANTOR, the Trustee shall divide the trust property into three parts, to be designated as Fund A-1 and A-2 (which from time to time are referred to collectively as Fund A) and Fund B respectively. The property allocated to Fund A shall equal in value the maximum and unlimited estate tax marital deduction allowable in determining the United States estate tax on GRANTOR's estate for United States estate tax purposes under the Internal Revenue Code of 1986, as in effect at the time of GRANTOR's death, reduced by the value of any property included in GRANTOR's gross estate and passing to or for the benefit of

GRANTOR's said wife under or outside of GRANTOR's Will, and qualifying for the marital deduction; and further reduced by the amounts necessary to increase GRANTOR's taxable estate to an amount which, after allowing for the unified credit and the state death tax credit (provided the use of the state death tax credit does not require an increase in any state death tax payable) allowable to GRANTOR's estate for United States estate tax purposes, will result in no United States estate tax being imposed upon GRANTOR's estate. Fund A-1 shall equal in value any unused portion of GRANTOR's GST exemption under the said Internal Revenue Code, provided such exemption is allocated thereto and GRANTOR is treated as the transferor thereof. Fund A-2 shall consist of the balance of the property allocated to Fund A.

(ii) In making the computations necessary to determine the amount of the marital deduction, the final determination in the United States estate tax proceeding for GRANTOR's estate shall control. Whenever used in this Article, the terms "gross estate", "taxable estate", "marital deduction", "unified credit" and "state death tax credit" shall have the same meaning as said words have under the provisions of the Internal Revenue Code applicable to GRANTOR's estate.

(iii) Only assets which qualify for the marital deduction shall be allocated to Fund A. To the extent, also, that other assets qualifying for the marital deduction are available, Fund A shall not be satisfied by the distribution of:

(A) assets with respect to which a credit for foreign taxes paid is allowable under the Internal Revenue Code;

(B) assets which may be subject to both income and estate taxes and which may be eligible for a credit or deduction; or

(C) United States Treasury Bonds eligible for redemption at par in payment of United States estate tax. The Trustee is authorized to satisfy Fund A in money or in kind, or partly in money and partly in kind; and if wholly or partly in kind, to select and allocate to Fund A the specific asset or assets so elected at values current as of the date or dates of allotment thereof. Fund A shall carry with it, as income and not as principal, its proportionate share of all net income received from the date of GRANTOR's death.

(iv) At quarterly or more frequent intervals, the Trustee shall pay or apply the entire net income from Fund A to or for the benefit of GRANTOR's said wife so long as she shall live, and in addition thereto such amounts of the principal of Fund A-2, and if the same shall be exhausted, then Fund A-1, as from time to time the Trustee shall deem desirable to provide for her health, welfare and maintenance in the style to which she was accustomed at GRANTOR's death, taking into consideration her income from this and other sources but not her capital resources. GRANTOR's said wife shall have the unrestricted right to direct the Trustee to convert non-income producing

IN WITNESS WHEREOF, the parties hereto have executed this  
Agreement on the date first above written.

  
\_\_\_\_\_  
DOUGLAS BROWN, Grantor

  
\_\_\_\_\_  
DOUGLAS BROWN, Trustee

STATE OF NEW YORK        )  
                                  ss:  
COUNTY OF WESTCHESTER)

On the 24<sup>th</sup> day of July, 1990, before me personally  
came DOUGLAS BROWN, to me known to be the individual described  
in and who executed the foregoing instrument, and acknowledged  
that he executed same.

THOMAS A. FITZGERALD  
NOTARY PUBLIC, State of New York  
No. 4945213  
Qualified in Westchester County.  
Term Expires December 31, 1996

